



Statutory report on
Corporate governance
2017

WILLIAM DEMANT HOLDING 2017

STATUTORY REPORT ON CORPORATE GOVERNANCE, CF. SECTION 107 B OF THE DANISH FINANCIAL STATEMENTS ACT

William Demant Holding A/S is a Danish Company listed on Nasdaq Copenhagen and included in C25.

Pursuant to the Danish Financial Statements Act section 107 b, and section 4.1 of "Rules for issuers of shares" laid down by Nasdaq Copenhagen, Danish companies listed on Nasdaq Copenhagen are covered by a code on corporate governance and shall give a statement on how they address the recommendations issued by the Committee on Corporate Governance.

This statutory report on corporate governance published on the Company's website is part of Management's commentary in the annual report and covers the financial year 1 January - 31 December 2017. Our corporate governance report is not comprised by the auditors' statement in connection with Management's Commentary in the annual report.

The report covers the following areas:

1. A description of the Company's management structure
2. A description of the Company's internal control and risk management systems in connection with the financial reporting process
3. A review of how the Company addresses the corporate governance recommendations

1. Management structure

William Demant Holding has a two-tier management structure consisting of a Board of Directors and an Executive Board.

The annual general meeting is the supreme authority in all company matters. The Company has one ultimate shareholder, the Oticon Foundation, which directly or indirectly holds between 55-60% of the shares and voting rights at the annual general meeting.

Board of Directors

Under the Company's Articles of Association, the Board of Directors must consist of four to six Board members elected by the shareholders at the general meeting in addition to staff-elected Board members. At publication of the Annual Report 2017, the Company's Board of Directors has eight members: Five members elected by the shareholders and three members elected by our employees in Denmark. The members elected by the shareholders are elected for one year at a time and members elected by staff for four years at a time. After each annual general meeting, the Board of Directors appoints a chairman and a deputy chairman among its members.

The Board of Directors is responsible for the overall strategic management as well as the financial and managerial supervision of the Company, and it evaluates the work and performance of the Executive Board. The Board of Directors' duties and responsibilities are set out in its rules of procedure.

Board committees

For the present, the Board of Directors of William Demant Holding has established an audit committee, a nomination committee and a remuneration committee.

Executive Board

The Company's Executive Board consists of President & CEO Søren Nielsen and Chief Financial Officer René Schneider.

The Executive Board has the overall responsibility for the activities and the day-to-day operations of the Company. The tasks, responsibilities and scope of the Executive Board as well as the guidelines in respect of the delegation of duties between the Board of Directors and the Executive Board are stipulated in the Instructions for the Executive Board.

2. The Company's internal control and risk management systems

The Board of Directors and the Executive Board are in an ongoing dialogue on the identification, description and handling of the business risks to which the Company may be exposed. Any material risks are described once a year in the Annual Plan and Budget which is approved by the Board of Directors.

In the chapter on risk management activities in our annual report, we provide a review of the main elements of our internal control and risk management systems in connection with the financial reporting process. The text below shows the relevant section of the William Demant Holding Annual Report 2017:

Financial reporting process and internal control

Once a year, we carry through a very detailed planning and budgetary process, and any deviations from the plans and budgets resulting from this process are carefully monitored month by month. In terms of sales and costs, month-by-month development is very similar, so due to the repetitive nature of our business, deviations will normally become visible fairly quickly. To ensure high quality in the Group's financial reporting systems, the Board of Directors and Executive Board have adopted policies, procedures and guidelines for financial reporting and internal control to which the subsidiaries and reporting units must adhere, including:

- Continuous follow-up on results achieved compared to the approved budgets
- Policies for IT, insurance, cash management, procurement etc.
- Reporting instructions as well as reporting and finance manuals

The responsibility for maintaining sufficient and efficient internal control and risk management in connection with financial reporting lies with the Executive Board. The Board of Directors has assessed the Group's existing control environment and concluded that it is adequate and that there is no need for setting up an internal audit function.

3. Reporting on Corporate Governance

William Demant Holding A/S is subject to the rules governing the recommendations for corporate governance and is required to give a yearly statement on how we adhere to the recommendations laid down by the Committee on Corporate Governance, www.corporategovernance.dk. The recommendations are also part of the disclosure requirements laid down by Nasdaq Copenhagen.

William Demant Holding's Board of Directors and Executive Board consider corporate governance an ongoing process and regularly assess to which extent the Company should comply with the recommendations and whether the recommendations give rise to amendments to the Company's articles of association or managerial processes.

The report has to be prepared according to the "comply-or-explain" principle, meaning that we must either follow the recommendations or explain why we have chosen not to follow a recommendation and what we do instead. The Board of Directors takes a stand on each individual recommendation and has chosen to provide relevant and supplementary explanations also to the recommendations that we follow. The few cases where we have chosen to deviate from a recommendation are well-founded, and we explain what we do instead. To further increase transparency we have decided to provide supplementary and relevant information, even when we follow the recommendations. The assessment for 2017 is based on the recommendations from May 2013 (updated in May 2014).

Out of the 47 recommendations there are only two that we do not comply with. The deviations are well-founded and are explained in the report. The complete report is provided in the schedule below.

The Committee on Corporate Governance revised the recommendations in November 2017; however, the new revision will not apply until the financial year 2018.

22 February 2018

Recommendation	Explanation and comment
<p>1 Communication and interaction by the company with its investors and other stakeholders</p>	
<p>1.1 Dialogue between company, shareholders and other stakeholders</p>	
<p>1.1.1 The Committee recommends that the board of directors ensure ongoing dialogue between the company and its shareholders in order for the shareholders to gain relevant insight into the company's potential and policies, and in order for the board of directors to be aware of the shareholders' views, interests and opinions on the company</p>	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">We comply</p> <p>William Demant Holding wants to maintain a high level of information to all existing and potential shareholders and communicates with its shareholders and investors at the annual general meeting and through shareholder meetings, investor presentations, direct contact, website, webcasts, capital market days, the annual report and company announcements etc.</p> <p>We have set up an Investor Relations function (IR) in the Company, and Management also frequently participates in IR-related arrangements. By way of example, we typically hold about 400 individual meetings per year where existing and potential shareholders are able to ask questions to Company representatives. Often meetings are held at one of our locations where stakeholders can get a deeper insight into how we work.</p> <p>IR work is carried out in an open dialogue, and all stakeholders are able to get a response to their questions from a member of Company Management, provided such response can be given without coming into conflict with Danish law, including the rules governing Nasdaq Copenhagen.</p> <p>The primary form of communication is Company announcements to Nasdaq Copenhagen, including annual and interim reports. Immediately after publication, they are uploaded on our web-site, www.demant.com.</p> <p>All registered shareholders are offered the possibility to receive an e-mail upon the Company's publication of the annual report, interim report and other company announcements. Investor presentations will be available on our website at the same time as or immediately after such presentation is/has been made.</p> <p>On an ongoing basis, Management gives feedback to the Board of Directors on the Company's IR work to enable the Board to get an insight into the dialogue with our shareholders.</p> <p>Management and the IR function may be contacted through our website.</p>
<p>1.1.2 The Committee recommends that the board of directors adopt policies on the company's relationship with its stakeholders, including shareholders and other investors,</p>	<p>The Company has identified a number of specific stakeholders, comprising our customers, end-users, shareholders, investors, employees, society, suppliers and other business partners.</p>

Recommendation	Explanation and comment
<p>and that the board ensures that the interests of the shareholders are respected in accordance with company policies.</p>	<p>We comply</p> <p>The Board of Directors has approved the Company's policies on relations with all important stakeholders and ensures on a current basis that good and constructive relations exist with such stakeholders. Some of these policies include a Code of Conduct governing relations with our suppliers and a Business Ethics Policy in relation to our staff and their interaction with customers and other stakeholders. Selected policies and documents are available on our website.</p> <p>As part of its CSR work, the Company has adopted policies on its corporate social responsibility. In 2009, we stated 14 principles, describing Management's overall responsibility for and approach to business ethics, the environment, human rights and corporate governance. In 2010, the Company furthermore joined the UN's Global Compact and the reporting system for CO₂ emission through the Carbon Disclosure Project. In 2016, we updated our reporting structure and framework in order to adhere to new regulatory changes. We meet the new requirements by elaborating on the company business model and by giving explanations of our policies, processes, actions and results. You can read more on our website under "Responsibility".</p> <p>The Company is more than 110 years old and has a solid foundation for our activities and our interaction with stakeholders. Since its foundation, the Company has been committed to disseminating knowledge of and remedial treatment of hearing impairment. The Company's managerial policy builds on high standards of integrity, quality and fairness in its business conduct, including responsibility for the environment and the surrounding society.</p> <p>The Company strives to sell its products in the most professional manner, as a result of which we have invested heavily in the distribution of Group products. Products are becoming better and better, but also more and more sophisticated, as a result of which training and education play an increasingly important role. We arrange targeted training and educational sessions when new products are introduced to enable the Company's customers to provide end-users with the best advice and service.</p> <p>Through relevant industry and user organisations, William Demant Holding also contributes funds, resources and know-how to disseminate knowledge of hearing impairments and of their remedial treatment.</p> <p>It is the Company's objective to safeguard a high and consistent level of information to stock market players with a view to forming the basis of a fair pricing of the Company's</p>

Recommendation	Explanation and comment
	<p style="text-align: center;">We comply</p> <p>shares. This flow of information will contribute to reducing the Company-specific risk associated with investing in Company shares and thus reducing the Company's cost of capital.</p>
<p>1.1.3 The Committee recommends that the company publish quarterly reports.</p>	<p style="text-align: center;">We do not comply</p> <p>We do not believe that quarterly reports will promote a better understanding of our activities, so for the past many years, we have published quarterly interim management statements without actual figures, but with updates on the Group and its financial position and results in relation to the full-year guidance, including important events and transactions in the period under review.</p> <p>Following a change to the Danish Securities Trading Act in November 2015, it is no longer a statutory requirement to publish quarterly reports or quarterly statements. However, we still believe that interim management statements after the first and the third quarters provide the market with valuable information, so we will continue to publish such statements, even though this is no longer a statutory requirement.</p>
<p>1.2 General meeting</p>	
<p>1.2.1 The Committee recommends that when organizing the company's general meeting, the board of directors plans the meeting to support active ownership.</p>	<p style="text-align: center;">We comply</p> <p>The Company's physical setting allows us to hold annual general meetings in-house, and in the opinion of the Board, it furthers active ownership that the Company's shareholders are able to meet our Board members and Executive Board face-to-face and visit our head office.</p> <p>In connection with the general meeting, all relevant documents will be uploaded on our website prior to and after the general meeting, and the actual meeting will also be webcast.</p>
<p>1.2.2 The Committee recommends that proxies granted for the general meeting allow shareholders to consider each individual item on the agenda.</p>	<p>Shareholders in the Company are entitled to attend the Company's general meetings by proxy or accompanied by an adviser. Written proxies can either be given to the Board of Directors or to a third party, and the Company will place a written or electronic proxy form at the disposal of the shareholders.</p> <p>Proxies are prepared in such a manner that they allow shareholders to record voting instructions for each individual item on the agenda.</p>

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Recommendation	Explanation and comment
<p>1.3 Takeover bids</p>	<p>1.3.1 The Committee recommends that the company set up contingency procedures in the event of takeover bids from the time that the board of directors has reason to believe that a takeover bid will be made. According to such contingency procedures, the board of directors should not without the acceptance of the general meeting, attempt to counter the takeover bid by making decisions which in reality prevent the shareholders from deciding on the takeover bid themselves.</p>
<p>2 Tasks and responsibilities of the board of directors 2.1 Overall tasks and responsibilities</p>	<p>2.1.1 The Committee recommends that at least once a year the board of directors take a position on the matters related to the board's performance of its responsibilities.</p>
<p>2.1.2 The Committee recommends that at least once a year the board of directors take a position on the overall strategy of the company with a view to ensuring value creation in the company.</p>	<p>The Company's overall goals, strategies, action plans and investment policy, including its financial scope are presented in a comprehensive Annual Plan and Budget, which will be discussed and approved by the Board of Directors. Substantial changes to the plans made or strategies laid down will, however, not await the annual discussion by the Board, but will be discussed on a current basis, should the need arise.</p>
<p>2.1.3 The Committee recommends that the board of directors ensure that the company has a capital and share structure ensuring that the strategy and longterm value creation of the company are in the best interest of the shareholders and the company, and that the board of directors presents this in the management commentary on the company's annual report and/or on the company's website.</p>	<p>At regular intervals, the Board of Directors evaluates whether the Company's capital and share structures are in the best interest of the shareholders and support the Company's strategy and value creation. The Board of Directors and the Executive Board will at regular intervals review the share liquidity.</p> <p>The Company uses buy back of shares to channel the Group's excess cash flow back to the shareholders. In line with the Group's normal practice, our share buy-back will on an ongoing basis be adjusted to the extent of our acquisitions and investments.</p> <p>In the Company's annual report, we account for the decisions made on the Company's share and capital structure.</p>

We comply

We comply

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Recommendation	Explanation and comment
<p>2.1.4 The Committee recommends that the board of directors annually review and approve guidelines for the executive board; this includes establishing requirements for the executive board on timely, accurate and adequate reporting to the board of directors.</p>	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">We comply</p> <p>The duties, responsibilities and scope of the Executive Board as well as the guidelines in respect of the delegation of duties between the Board of Directors and the Executive Board are stipulated in the Instructions for the Executive Board. Once a year, the Board of Directors will assess and – if required – revise the instructions.</p> <p>Good communication routines have been established between the Executive Board and the Board of Directors including efficient reporting practices.</p> <p>The Board of Directors’ supervisory control with the Executive Board is primarily exercised through the reports received from the Executive Board, including financial data, through entries into the audit protocols and through discussions with the Executive Board at Board meetings, committee meetings and an ongoing dialogue with the Chairman of the Board.</p>
<p>2.1.5 The Committee recommends that at least once a year the board of directors discuss the composition of the executive board, as well as developments, risks and succession plans.</p>	<p>The Chairman of the Board evaluates on a continuous basis and reviews at least once a year with the other Board members whether the Company is properly organised and managed in a satisfactory manner, including a review of the composition and development of the Executive Board.</p>
<p>2.1.6 The Committee recommends that once a year the board of directors discuss the company’s activities to ensure relevant diversity at management levels, including setting specific goals and accounting for its objectives and progress made in achieving the objectives in the management commentary on the company’s annual report and/or on the website of the company.</p>	<p>In continuation of recent years’ initiatives, recommendations and legislation on diversity at management levels, Group companies are focussing more strongly on promoting women in executive positions. To this end, the Group in 2012 established a diversity policy as well as specific initiatives aimed at ensuring equal terms between the genders when it comes to both employment and promotion. Measurements are launched on a yearly basis to follow up on the development.</p> <p>Once a year, the Executive Board will review the development with the Board of Directors and discuss if further initiatives are required.</p> <p>As we already in 2014 reached our target in respect of female Board members, the Board in February 2016 set a new target and deadline: Before the end of 2020, the Board of Directors aims to have at least two female members.</p> <p>The Company has chosen to publish its policy and objectives on gender diversity as well as an annual account of the development in this area on its website.</p>

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Recommendation	Explanation and comment
2.2 Corporate social responsibility	
2.2.1 The Committee recommends that the board of directors adopt policies on corporate social responsibility.	We comply As part of our CSR efforts, we have adopted policies in respect of corporate social responsibility. The policies are approved by the Board of Directors. Selected policies are available on our website.
2.3 Chairman and vice-chairman of the board of directors	
2.3.1 The Committee recommends appointing a vice-chairman of the board of directors who will assume the responsibilities of the chairman in the event of the chairman's absence, and who will also act as effective sparring partner for the chairman.	We comply The Board of Directors has elected a Deputy Chairman to head Board meetings, should the Chairman be prevented from participating. The Chairman and the Deputy Chairman regularly discuss the work of the Board of Directors.
2.3.2 The Committee recommends ensuring that, if the board of directors, in exceptional cases, asks the chairman of the board of directors to perform special operating activities for the company, including briefly participating in the day-to-day management, a board resolution to that effect be passed to ensure that the board of directors maintains its independent, overall management and control function. Resolutions on the chairman's participation in day-to-day management and the expected duration hereof should be published in a company announcement.	This recommendation is incorporated into the rules of procedure of the Board of Directors, should a situation arise that necessitates such action.
3 Composition and organization of the board of directors	
3.1 Composition	
3.1.1 The Committee recommends that the board of directors annually accounts for <ul style="list-style-type: none"> • the skills it must have to best perform its tasks, • the composition of the board of directors, and • the special skills of each member. 	We comply The Board of Directors has laid down which skills and professional experience the Board of Directors should possess to support the Company's longterm growth. At least once a year, the Board will assess whether the development of the Company would call for new qualifications on the Board. A listing of such skills is available on our website as well as the composition of the Board of Directors in office at any time and the skills and experience of each Board member. The Board members' profiles, their individual competences and other executive duties are also presented in the Company's annual report.
3.1.2 The Committee recommends that the selection and nomination of candidates for the board of directors be carried out through a thoroughly transparent process approved by the overall board of directors. When assessing its composition and nominating new candidates, the board of directors	The Board of Directors has established a nomination committee. According to the charter of the committee one of its duties is to nominate and recommend candidates to the Board of Directors. Before recommending new candidates to the annual general meeting the entire Board

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<p>must take into consideration the need for integration of new talent and diversity in relation to age, international experience and gender.</p>	<p style="text-align: center; color: #0070C0; font-weight: bold;">We comply</p> <p>of Directors will thus have the opportunity to discuss the new candidate.</p> <p>In the composition of the Board of Directors, focus is on ensuring the necessary skills and experience that must be present in order for the Board to be able to perform its duties in the best possible way.</p> <p>In the annual evaluation of the Board of Directors' work, each member has the opportunity to comment on the collective competences of the Board.</p> <p>As far as diversity is concerned, great importance is attached to international experience and management experience from listed companies. On nomination of new candidates, the appointment of female candidates will in future carry particular weight. However, the professional qualifications of the candidates will always outweigh other considerations.</p>
<p>3.1.3 The Committee recommends that a description of the nominated candidates' qualifications, including information about the candidates'</p> <ul style="list-style-type: none"> • other executive functions, e.g. memberships in executive boards, boards of directors, and supervisory boards, including board committees in foreign enterprises, be accompanied by the notice convening the general meeting when election of members to the board of directors is on the agenda. • demanding organizational tasks, and information • about whether candidates to the board of directors are considered independent. 	<p>The notice convening a general meeting includes a description of the skills and experience of any candidates proposed for reelection as well as information on other executive offices in Danish and foreign companies.</p> <p>In the event that the Board of Directors proposes new candidates for the Board, a fairly extensive curriculum vitae will be presented to the general meeting together with the proposal. All information on the professional qualifications of such candidate, which is deemed significant in respect of the Company, including any international experience, will be included in such presentation.</p> <p>As regards both new and renominated candidates for the Board of Directors, the recommendation to the shareholders will include information on whether the candidate is considered independent.</p>
<p>3.1.4 The Committee recommends that the company's articles of association stipulate a retirement age for members of the board of directors.</p>	<p>In compliance with the Company's Articles of Association, a Board member must resign from the Board no later than at the first ordinary general meeting following his or her 70th birthday.</p>
<p>3.1.5 The Committee recommends that members of the board of directors elected by the general meeting be up for election every year at the annual general meeting.</p>	<p>In compliance with the Company's Articles of Association, Board members elected by the shareholders are elected for one year at a time.</p>

Recommendation	Explanation and comment
<p>3.2 Independence of the board of directors</p>	
<p>3.2.1 The Committee recommends that at least half of the members of the board of directors elected by the general meeting be independent persons, in order for the board of directors to be able to act independently of special interests. To be considered independent, this person may not:</p> <ul style="list-style-type: none"> • be or within the past five years have been member of the executive board, or senior staff member in the company, a subsidiary undertaking or an associate, • within the past five years, have received larger emoluments from the company/group, a subsidiary undertaking or an associate in another capacity than as member of the board of directors, • represent the interests of a controlling shareholder, • within the past year, have had significant business relations (e.g. personal or indirectly as partner or employee, shareholder, customer, supplier or member of the executive management in companies with corresponding connection) with the company, a subsidiary undertaking or an associate. • be or within the past three years have been employed or partner at the external auditor, • have been chief executive in a company holding cross-memberships with the company, • have been member of the board of directors for more than 12 years, or • have been close relatives with persons who are not considered independent. 	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">We comply</p> <p>With the present composition of the Board of Directors, we comply with the recommendation.</p> <p>Of the five Board members elected by shareholders, three are independent, including the Chairman, whereas two are not considered independent. The reasons for them not being considered independent are provided in the Company's annual report and on our website.</p>
<p>3.3 Members of the board of directors and the number of other executive functions</p>	
<p>3.3.1 The Committee recommends that each member of the board of directors assesses the expected time commitment for each function in order that the member does not take on more functions than he/she can manage satisfactorily for the company.</p>	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">We comply</p> <p>Prior to nominating a new Board member, the Chairman will make sure that such member has the time required to perform his or her duties on the Board of Directors and in their ongoing dialogue with the Chairman, the individual Board members will consider whether they have the necessary time to perform their duties as Board members.</p>
<p>3.3.2 The Committee recommends that the management commentary, in addition to the provisions laid down by legislation, includes the following information about the members of the board of directors:</p> <ul style="list-style-type: none"> • the position of the relevant person, • the age and gender of the relevant person, • whether the member is considered independent, • the date of appointment to the board of directors of the member, • expiry of the current election period, • other executive functions, e.g. memberships in 	<p>The annual report and our website include a list of all Board members with all relevant details as well as information on whether the individual Board member is considered independent, when the individual member joined the Board of Directors, whether they were reelected and that their election period is one year (four years for staff-elected Board members).</p> <p>At year-end 2017, all Board members were shareholders in the Company. The shareholding of each Board member and any changes in such holding in the past year will appear from our annual report.</p>

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<p>executive boards, boards of directors, and supervisory boards, including board committees in foreign enterprises and</p> <ul style="list-style-type: none"> • demanding organizational tasks, and • the number of shares, options, warrants and similar in the company, and other group companies of the company, owned by the member, as well as changes in the portfolio of the member of the securities mentioned which have occurred during the financial year. 	<p style="text-align: center; vertical-align: middle;">We comply</p>
<hr/> <p>3.4 Board committees</p>	
<p>3.4.1 The Committee recommends that the company publish the following on the company's website:</p> <ul style="list-style-type: none"> • the terms of reference of the board committees, • the most important activities of the committees during the year, and the number of meetings held by each committee, and • the names of the members of each committee, including the chairmen of the committees, as well as information on which members are independent members and which members have special qualifications. 	<p style="text-align: center; vertical-align: middle;">We comply</p> <p>The Company has established an audit committee, a nomination committee and a remuneration committee.</p> <p>The terms of reference of these committees as well as information on their members, the number of meetings held etc. is available on the Company's website.</p>
<p>3.4.2 The Committee recommends that a majority of the members of a board committee be independent.</p>	<p style="text-align: center; vertical-align: middle;">We do not comply</p> <p>All five Board members elected by the shareholders are members of the audit committee. Three of them are considered independent, whereas two are not considered independent. Thus, the majority of audit committee members are independent. The Chairman of the audit committee is independent.</p> <p>The nomination committee is composed of the Chairman and the Deputy Chairman of the Company, the Chairman and the Deputy Chairman of the Oticon Foundation, and the CEO of the Company. The Chairman of the Board of Directors is also Chairman of the nomination committee. This composition reflects that the Oticon Foundation is the Company's majority shareholder. Due to that, the majority of the nomination committee members are not independent. However, the Chairman of the nomination committee is independent.</p> <p>The remuneration committee is composed of the Chairman and the Deputy Chairman of the Company. Thus, the majority of the remuneration committee members are independent. The Chairman of the remuneration committee is independent.</p>

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Recommendation	Explanation and comment
<p>3.4.3 The Committee recommends that the board of directors set up a formal audit committee composed such that</p> <ul style="list-style-type: none"> the chairman of the board of directors is not chairman of the audit committee, and between them, the members should possess such expertise and experience as to provide an updated insight into and experience in the financial, accounting and audit aspects of companies whose shares are admitted to trading on a regulated market. 	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">We comply</p> <p>William Demant Holding's Board of Directors has established an audit committee.</p> <p>The Board of Directors appoints the Chairman of the audit committee, who is independent and who will not at the same time be the Chairman of the Board of Directors. The audit committee members all have substantial financial knowledge and experience in accounting and auditing matters.</p>
<p>3.4.4 The Committee recommends that, prior to the approval of the annual report and other financial reports, the audit committee monitors and reports to the board of directors about:</p> <ul style="list-style-type: none"> significant accounting policies, significant accounting estimates, related party transactions, and uncertainties and risks, including in relation to the outlook for the current year. 	<p>Audit committee meetings coincide with ordinary Board meetings. Prior to each meeting, a separate agenda is issued with fixed items and special reports predetermined in a full-year wheel chart for the audit committee, covering among other things accounting policies, significant accounting estimates, related party transactions as well as uncertainties and risks.</p>
<p>3.4.5 The Committee recommends that the audit committee:</p> <ul style="list-style-type: none"> annually assesses the need for an internal audit, and in such case, makes recommendations on selecting, appointing and removing the head of the internal audit function and on the budget of the internal audit function, and monitor the executive board's follow-up on the conclusions and recommendations of the internal audit function. 	<p>The Company has no internal audit function, but uses internal control systems that are monitored by the Board of Directors on an ongoing basis. Our auditors also assess the internal control systems in their communication with our Board of Directors.</p> <p>As part of the tasks of the audit committee, the committee will continuously and at least once a year assess any need for an internal audit function. If such need should arise, the audit committee would provide a recommendation and framework for such internal audit function.</p>
<p>3.4.6 The Committee recommends that the board of directors establish a nomination committee chaired by the chairman of the board of directors with at least the following preparatory tasks:</p> <ul style="list-style-type: none"> describe the qualifications required by the board of directors and the executive board, and for a specific membership, state the time expected to be spent on having to carry out the membership, as well as assess the competences, knowledge and experience of the two governing bodies combined, annually assess the structure, size, composition and results of the board of directors and the executive board, as well as recommend any changes to the board of directors, annually assess the competences, knowledge and experience of the individual members of management, and report to the board of directors in this respect, 	<p>The Board of Directors of William Demant Holding has set up a nomination committee.</p> <p>The Chairman of the Board of Directors is Chairman of the nomination committee.</p> <p>The composition of the committee and its terms of reference are published on our website.</p> <p>Nomination committee meetings are held as often as the Chairman finds it necessary however, at least once a year.</p>

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Recommendation	Explanation and comment
<ul style="list-style-type: none"> consider proposals from relevant persons, including shareholders and members of the board of directors and the executive board for candidates for the board of directors and the executive board, and propose an action plan to the board of directors on the future composition of the board of directors, including proposals for specific changes. 	<p style="text-align: center;">We comply</p>
<p>3.4.7 The Committee recommends that the board of directors establish a remuneration committee with at least the following preparatory tasks:</p> <ul style="list-style-type: none"> to recommend the remuneration policy (including the general guidelines for incentive-based remuneration) to the board of directors and the executive board for approval by the board of directors prior to approval by the general meeting, make proposals to the board of directors on remuneration for members of the board of directors and the executive board, as well as ensure that the remuneration is in compliance with the company's remuneration policy and the assessment of the performance of the persons concerned. The committee should have information about the total amount of remuneration that members of the board of directors and the executive board receive from other companies in the group, and recommend a remuneration policy applicable for the company in general. 	<p>The Board of Directors of William Demant Holding has set up a remuneration committee.</p> <p>The Chairman of the Board of Directors is Chairman of the remuneration committee.</p> <p>The composition of the committee and its term of reference are published on our website.</p> <p>Remuneration committee meetings are held as often as the Chariman finds it necessary however, at least once a year.</p>
<p>3.4.8 The Committee recommends that the remuneration committee do not consult with the same external advisers as the executive board of the company.</p>	<p>In questions relating to remuneration, our Board of Directors and our Executive Board would not use the same external advisers, should such a situation occur.</p>

3.5 Evaluation of the performance of the board of directors and executive board

<p>3.5.1 The Committee recommends that the board of directors establish an evaluation procedure where contributions and results of the board of directors and the individual members, as well as collaboration with the executive board are annually evaluated. Significant changes deriving from the evaluation should be included in the management commentary or on the company's website.</p>	<p style="text-align: center;">We comply</p> <p>The Board of Directors has adopted an evaluation procedure.</p> <p>The Chairman is in charge of an annual evaluation of the work done by the Board of Directors and reports to the entire Board once a year.</p> <p>Every other year, the Chairman of the Board performs this evaluation through personal, individual interviews with the Board members, and every other year, the evaluation is carried out by means of questionnaires filled out by the Board members. In both instances, the results of the evaluation is discussed at the subsequent Board meeting.</p>
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Recommendation	Explanation and comment
	<p>The Board members consider this evaluation appropriate and satisfactory.</p>
<p>3.5.2 The Committee recommends that in connection with preparation of the general meeting, the board of directors consider whether the number of members is appropriate in relation to the requirements of the company. This should help ensure a constructive debate and an effective decisionmaking process in which all members are given the opportunity to participate actively.</p>	<p style="text-align: center;">We comply</p> <p>Under the Company's Articles of Association, the Board of Directors must consist of four to six Board members elected by the shareholders at the general meeting in addition to the staff-elected Board members.</p> <p>The Chairman of the Board and the nomination committee continuously and at least once a year considers whether the activities and development plans of the Company will require a change in the number of Board members. At the annual general meeting in 2016, the Board was extended from four members to five members elected by the shareholders.</p> <p>Recommendations from the nomination committee are presented to and discussed by the Board of Directors before being proposed to the general meeting.</p>
<p>3.5.3 The Committee recommends that at least once every year the board of directors evaluate the work and performance of the executive board in accordance with predefined clear criteria.</p>	<p>In consultation with the other Board members, the Chairman of the Board evaluates once a year the work and results of the Executive Board.</p>
<p>3.5.4 The Committee recommends that the executive board and the board of directors establish a procedure according to which their cooperation is evaluated annually through a formalized dialogue between the chairman of the board of directors and the chief executive officer and that the outcome of the evaluation be presented to the board of directors.</p>	<p>Once a year, the Chairman of the Board conducts an evaluation interview with the CEO. The cooperation between the Executive Board and the Board of Directors is also reviewed and commented in the annual evaluation procedure, cf.</p>

4 Remuneration of management

4.1 Form and content of the remuneration policy

- 4.1.1 The Committee **recommends** that the board of directors prepare a clear and transparent remuneration policy for the board of directors and the executive board, including
- a detailed description of the components of the remuneration for members of the board of directors and the executive board,
 - the reasons for choosing the individual components of the remuneration, and
 - a description of the criteria on which the balance between the individual components of the remuneration is based.
- The remuneration policy should be approved by the general meeting and published on the company's website.

We comply

The Board of Directors has adopted a simple and transparent remuneration policy applicable to the Board of Directors and to the Executive Board. The policy is explained on the Company's website and is mentioned by the Chairman in his report at annual general meetings. Any future changes in the remuneration policy will be presented at the general meeting for adoption. At the annual general meeting in 2016 guidelines for incentive pay for the Executive Board were adopted, allowing incentive pay in addition to a fixed remuneration. Hence, the Board of Directors has offered the members of the Executive Board a variable cash-settled remuneration component in the form of an annually revolving retention scheme. Board members' fees consist of a fixed basic fee.

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Recommendation	Explanation and comment
<p>4.1.2 The Committee recommends that, if the remuneration policy includes variable components,</p> <ul style="list-style-type: none"> • limits be set on the variable components of the total remuneration package, • a reasonable and balanced linkage be ensured between remuneration for governing body members, expected risks and the value creation for shareholders in the short and long terms, • there be clarity about performance criteria and measurability for award of variable components, • there be criteria ensuring that qualifying periods for variable components in remuneration agreements are longer than one calendar year, and • an agreement is made which, in exceptional cases, entitles the company to reclaim in full or in part variable components of remuneration that were paid on the basis of data, which proved to be misstated. 	<p style="text-align: center; vertical-align: middle;">We comply</p> <p>At the annual general meeting in April 2016, guidelines for incentive pay were adopted allowing agreements on incentive pay for the Executive Board including variable components.</p> <p>The remuneration policy is compliant with the recommendations.</p>
<p>4.1.3 The Committee recommends that remuneration of members of the board of directors does not include share options.</p>	<p>The Board of Directors receive a fixed fee and no variable components, share option schemes or similar arrangements.</p>
<p>4.1.4 The Committee recommends that if sharebased remuneration is provided, such programmes be established as roll-over programmes, i.e. the options are granted periodically and should have a maturity of at least three years from the date of allocation.</p>	<p>A long-term incentive program is established for the Executive Board containing an annually revolving share-based cash remuneration where shadow shares are granted periodically once a year and with a maturity period of three years.</p> <p>The Board of Directors do not receive share based remuneration. See also 4.1.2.</p>
<p>4.1.5 The Committee recommends that agreements on termination payments should not amount to more than two years' annual remuneration.</p>	<p>For the members of the Executive Board, the severance payment will not exceed two years' remuneration.</p>

4.2 Disclosure of the remuneration policy

<p>4.2.1 The Committee recommends that the company's remuneration policy and compliance with this policy be explained and justified annually in the chairman's statement at the company's general meeting.</p>	<p style="text-align: center; vertical-align: middle;">We comply</p> <p>The Company's remuneration policy and compliance with such policy will be explained in the Chairman's report at the annual general meeting.</p>
<p>4.2.2 The Committee recommends that the proposed remuneration for the board of directors for the current financial year be approved by the shareholders at the general meeting.</p>	<p>A proposal in respect of remuneration to be paid to the Board of Directors for the current financial year is presented to the shareholders at the general meeting for adoption.</p>

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Recommendation	Explanation and comment
<p>4.2.3 The Committee recommends that the total remuneration granted to each member of the board of directors and the executive board by the company and other companies in the group, including information on the most important contents of retention and retirement/resignation schemes, be disclosed in the annual report and that the linkage with the remuneration policy be explained.</p>	<p style="text-align: center; vertical-align: middle;">We comply</p> <p>Our annual report includes information on the remuneration paid to the individual Board members and the individual members of the Executive Board in the period under review as well as the particulars of the Executive Board's retention and severance schemes.</p>
<h3>5 Financial reporting, risk management and audits</h3>	
<h4>5.1 Identification of risks and transparency about other relevant informatio</h4>	
<p>5.1 The Committee recommends that the board of directors in the management commentary review and account for the most important strategic and businessrelated risks, risks in connection with the financial reporting as well as for the company's risk management.</p>	<p style="text-align: center; vertical-align: middle;">We comply</p> <p>The Board of Directors will consider essential strategic and business risks as well as risks in respect of the presentation of accounts and the Company's activities and results. Through dialogue with the Executive Board and the Company's auditors, the Board of Directors will get a good insight into the Company's risk profile. Furthermore, the Board of Directors is continuously updated on market and business changes. The Company's risk management activities are outlined in our annual report.</p>
<h4>5.2 Whistleblower scheme</h4>	
<p>5.2.1 The Committee recommends that the board of directors decide whether to establish a whistleblower scheme for expedient and confidential notification of possible or suspected wrongdoing.</p>	<p style="text-align: center; vertical-align: middle;">We comply</p> <p>Once a year, the Board of Directors reviews the need for setting up a whistleblower scheme.</p> <p>We have not yet set up a proper whistleblower scheme but instead guidelines as to how staff may contact the Group's in-house legal advisers with information.</p>
<h4>5.3 Contact to auditor</h4>	
<p>5.3.1 The Committee recommends that the board of directors ensure regular dialogue and exchange of information between the auditor and the board of directors, including that the board of directors and the audit committee at least once a year meet with the auditor without the executive board present. This also applies to the internal auditor, if any.</p>	<p style="text-align: center; vertical-align: middle;">We comply</p> <p>The Board of Directors and our auditors meet at least twice a year to maintain a dialogue and exchange information. Once a year, at the meeting where the financial statements are approved, the auditors and the Board of Directors also meet without the presence of the Executive Board.</p>
<p>5.3.2 The Committee recommends that the audit agreement and auditors' fee be agreed between the board of directors and the auditor on the basis of a recommendation from the audit committee.</p>	<p>Prior to start-up of the auditing process, the auditors' remuneration and the audit agreement are agreed upon with the auditors. The auditors' remuneration is subject to approval by the audit committee and the Board of Directors.</p>